

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION**

CRUCIBLE STEEL CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly convened and held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of CRUCIBLE STEEL CORPORATION be amended by changing the Article thereof numbered "FIRST" so that as amended said Article shall be and read as follows:

"FIRST. The name of the corporation is CRUCIBLE INC".

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of Delaware.

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IN WITNESS WHEREOF, said CRUCIBLE STEEL CORPORATION  
has caused its corporate seal to be hereunto affixed and this Certificate to  
be signed by WILLIAM D. FORD, its Vice President and DONALD E. O'KEEFE,  
its Assistant Secretary, this 12th day of February, 1969.



(CORPORATE SEAL)

CRUCIBLE STEEL CORPORATION

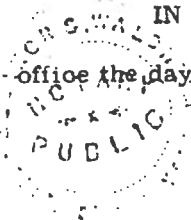
By William D. Ford  
Vice President

By Donald E. O'Keefe  
Assistant Secretary

STATE OF NEW YORK     )  
                                  ) SS:  
COUNTY OF NEW YORK    )

BE IT REMEMBERED that on this 12th day of February, A.D. 1969,  
personally came before me, Eleanor S. Waldman a Notary Public  
in and for the County and State aforesaid, WILLIAM D. FORD, Vice President  
of Crucible Steel Corporation, a corporation of the State of Delaware, the  
corporation described in and which executed the foregoing certificate, known  
to me personally to be such, and he, the said WILLIAM D. FORD, as such  
Vice President, duly executed said certificate before me and acknowledged the  
said certificate to be his act and deed and the act and deed of said corporation  
and that the facts therein stated are true; that the signatures of the said Vice  
President and of the Assistant Secretary of said corporation to said foregoing  
certificate are in the handwriting of the said Vice President and Assistant  
Secretary of said corporation respectively; and that the seal affixed to said  
certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of  
office the day and year aforesaid.



Eleanor S. Waldman  
Notary Public

~~NOTARIAL SEAL~~

My Commission Expires:

ELEANOR S. WALDMAN  
Notary Public in New York  
Qualified in New York County  
Certificate filed in New York County  
Commission Expires August 1969